

# DORC: Anti-Trust Policy

October 1st 2017

## 1. Purpose

Anti-trust law is the free market's most important tool for ensuring fair, unrestricted competition. DORC is committed to ensuring full compliance with all anti-trust legislation in the US, EU and other countries where DORC does business. This policy explains the relevant principles and rules for preventing violations of anti-trust laws.

The consequences of non-compliance with anti-trust law are severe and could have serious consequences for the company, its corporate officers and stakeholders. In many jurisdictions a breach of anti-trust law is a criminal act and can lead to imprisonment. Other sanctions include heavy fines, lawsuits, exclusion from public contracts and reputational damage.

DORC does not tolerate any violation of antitrust laws. Any concerns or suspicions relating to anti-trust compliance must be reported immediately (see paragraph 7.2 below).

## 2. Scope and Applicability

This policy applies to all DORC employees.

## 3. Principles and Rules

Anti-trust law protects competition in three ways:

- by forbidding collusion among competitors and anti-competitive arrangements among suppliers and customers (see paragraph 4 below)
- by forbidding the abuse of a dominant market position (see paragraph 5 below)
- by overseeing the acquisition and sale of companies as well as other business combinations (merger control), (see paragraph 6 below).

## 4. Anti-trust violations

The major types of anti-trust violations include:

- price-fixing
- allocating market shares
- agreements on production capacities
- allocating geographical markets
- allocating customers
- dictating or controlling a customer's resale price

Any kind of specific actions, informal talks or "gentlemen's agreements" that are intended to restrict competition or may have the effect of doing so are prohibited. Employees must not even give the appearance of being a part of any such conspiracy.

### 4.1 Public and Private Sector Contracts

Acting in conjunction with other bidders when competing for contracts from the private sector or public sector is not only an anti-trust violation, it may be a criminal act. DORC strictly forbids any such "bid-rigging" actions.

## 4.2 Agreement with competitors

Employees must involve the Legal Department when entering into or contemplating any kind of agreement with a competitor, even if the subject matter of the agreement lies outside of the area in which DORC and the other party compete.

Trade association meetings provide the opportunity to get together with competitors and discuss matters of mutual interest. This is quite legitimate, provided, however, that the limits imposed by antitrust law are respected. Accordingly, employees should normally consult the Legal Department before participating in such meetings.

## 4.3 Market Information

Handling of market information requires great care. Market research is indispensable and, of course, legal as a rule. However, not all information-gathering techniques, such as certain organized market information systems, are suitable for this purpose. Benchmarking with competitors is also permissible in principle. But in all these cases there are certain acknowledged "rules of the game" to ensure that information which is sensitive from an anti-trust viewpoint is given in a sufficiently anonymous manner that its origin cannot be identified and it therefore cannot influence current market developments. For example, DORC employees are not allowed to exchange information concerning customer relationships, prices, imminent price changes or the like with our competitors, nor are we permitted to disclose our own calculations, capacities or plans to competitors. For further guidance, please contact the Legal Department.

## 5. Abuse of market power

Dominant market positions are by no means illegal per se if they accrue, for example, from our own achievements. In addition, patents provide legally protected monopolies for certain periods of time.

A company is said to dominate a market when it has no substantial competition in that market. The behaviour of companies with dominant market positions is subject to particularly strict anti-trust controls as a means of compensating for this lack of competition. Dominant market positions must not be abused, i.e. they must not be exploited in ways that would be unfeasible or at least unrealistic in a true competitive environment. Companies with a dominant market position may not deliberately undercut competitors' prices with the aim of driving them out of the market. Nor may they execute agreements with customers that contain contract periods, exclusive arrangements, discount offers or package deals that make it impossible for their competitors to compete for the same customers' business. Companies may not abuse dominant market positions in their relationships with customers either, for example by demanding prices that are not economically justified.

DORC employees must seek the advice of the Legal Department if they suspect that certain steps are being taken or certain terms enforced because of a dominant market position.

## 6. Mergers

Business divestitures, acquisitions and joint ventures generally require the approval of domestic and foreign anti-trust agencies once the volume of the deal reaches a particular threshold. Failure to follow the corresponding registration requirements can result in steep fines and, more particularly, render the deal null and void. In order to ensure that registration requirements are adequately accounted for during planning, the Legal Department must be involved from the outset.

## 7. Implementation

### 7.1 Training and Awareness

Employees must familiarize themselves with this Policy and participate in periodically held training sessions, for example e-learning. Managers should additionally be trained on their specific responsibility to evaluate and effectively address potential anti-trust issues. Attendee lists should be signed, retained and archived for every mandatory training event.

### **7.2 Reporting Potential Misconduct/Non-Retaliation**

Any employee who learns of a potential violation of applicable laws or this Policy is required to report his or her suspicion promptly in accordance with the DORC Speak-Up Policy.

Employees who report potential misconduct or who provide information or otherwise assist in any inquiry or investigation of potential misconduct will be protected against retaliation. However, an employee who makes a report of potential policy violations is not automatically immune from disciplinary procedures, if he/she is involved in misconduct.

### **7.3 Breach of this Policy**

Breaches of this Policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.

### **7.4 Responsibilities and Implementation**

It is the responsibility of every DORC Manager to adhere to this Policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those employees reporting to him or her.

All employees are responsible for adhering to the principles and rules set out in this Policy.